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Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
RISING SPEAR GARNET SPIRIT INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RISING SPEAR GARNET SPIRIT INC.**

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is Rising Spear Garnet Spirit Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 10103 Enchanted Oak Drive, Golden Oak, FL 32836. The mailing address of the Corporation is 10103 Enchanted Oak Drive, Golden Oak, FL 32836.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, promoting and supporting the work of Section 501(c)(3) charitable organizations.

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers, which may now or hereafter be lawful under the laws of the State

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of Florida to the extent applicable to corporations not for profit, and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE IV - NO MEMBERS

The Corporation shall have no members.

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ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Eugene R. Davis	3130 Rue Royale Tallahassee, FL 32308
Alan Flaumenhaft	10103 Enchanted Oak Drive Golden Oak, FL 32836
Lance Barton	5907 Beacon Shores Street Tampa, FL 33616

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ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 106 East College Avenue, Suite 1200, Tallahassee, FL 32301. The name of the registered agent of the Corporation at that address is William D. Hall, III. The Board of Directors may from time to time designate a new registered office and/or registered agent.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE


The Corporation shall have perpetual existence.

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ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3) or shall be distributed to the federal government, or to a state or local government, for a public purpose, to be used for the purposes stated in these Articles of Incorporation as nearly as is practicable. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority on this 13 day of June, 2022.


Eugene R. Davis, President

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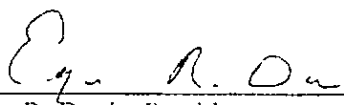
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**OFFICER'S CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RISING SPEAR GARNET SPIRIT INC.**

I, Robert Davis, being the duly elected, qualified and acting President of Rising Spear Garnet Spirit Inc. a Florida not for profit corporation, hereby certify in accordance with Section 617.1007 of the Florida Statutes that there are no members of the Corporation and that the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were duly adopted and approved by a unanimous vote of the Board of Directors of the Corporation on June 1, 2022, in compliance with the Articles of Incorporation of the Corporation and Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 13 day of June, 2022.



Eugene R. Davis, President

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